

FEB 29 '12 -10 30 AM

SURFACE TRANSPORTATION BOARD



February 14, 2012

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

Dear Section Chief:

Please find enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) one original and one copy of the Memorandum of Railcar Lease Agreement, dated January 31, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Tealinc, Ltd.
1606 Rosebud Creek Road
Forsyth, MT 59327

Lessee: The Western Sugar Cooperative
7555 E. Hampden Avenue
Suite 600
Denver, CO 80231

A description of the railroad equipment covered by the enclosed document is:

Seventeen (17) 4000 cube open top hopper railcars with the numbers JOBX 1319 through JOBX 1335 inclusive as more particularly set forth in the schedule attached to the document.

1606 Rosebud Creek Road, Forsyth, MT 59327

Ph: 406-347-5237

Fax: 406-347-5239

Email: darell@tealinc.com

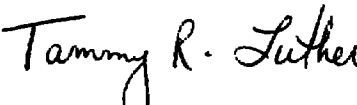
A short summary of the document to appear in the index is:

Memorandum of Railcar Lease Agreement.

Also enclosed is our check in the amount of \$41.00 payable to the Surface Transportation Board for the required recordation fee.

Please kindly return the file-stamped copy of the enclosed document to the undersigned.

Sincerely,


Tammy R. Luther

/tl
Enclosures

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of January 31, 2011 by and between **Tealinc, Ltd** ("Lessor") a Montana corporation and **The Western Sugar Cooperative** ("Lessee") a Colorado cooperative corporation, with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Master Railcar Service and Lease Agreement No. 030111 dated March 1, 2011 and Schedule No 030111 dated March 1, 2011 by and between Lessor and Lessee (hereinafter referred to as the "Lease").

2. Pursuant to Schedule No. 030111 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the open top hopper Railcars bearing the reporting marks and numbers indicated on Exhibit A hereto, all as more particularly described in the Lease.

3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR:

Tealinc, Ltd

Signed: *Darell J. Luther*

Print Name: **Darell J. Luther**

Title: **President**

**1606 Rosebud Creek Road
Forsyth, MT 59327**

Phone: **406-347-5237**
Facsimile: **406-347-5239**

LESSEE:

The Western Sugar Cooperative

Signed: _____

Print Name: **Bob Bullock**

Title: **VP of Supply Chain**

**7555 E. Hampden Avenue
Suite 600
Denver, CO 80231
Phone: **303-813-3552**
Facsimile: **303-813-4084****

RECORDATION NO. 30110 FILED

FEB 29 '12 -10 30 AM

LOUISIANA TRANSPORTATION BOARD

EXHIBIT A
To
MEMORANDUM OF RAILCAR LEASE AGREEMENT

Car Count	JOBX
1	1319
2	1320
3	1321
4	1322
5	1323
6	1324
7	1325
8	1326
9	1327
10	1328
11	1329
12	1330
13	1331
14	1332
15	1333
16	1334
17	1335

STATE OF _____)
) ss.
COUNTY OF _____)

On this _____ day of _____, 2012, before me personally appeared **Bob Bullock**, to me personally known, who being by me duly sworn, says that he is the **VP of Supply Chain of The Western Sugar Cooperative**, that the foregoing instrument was signed on behalf of said corporation for and on behalf of itself and its subsidiaries which may perform thereunder, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC

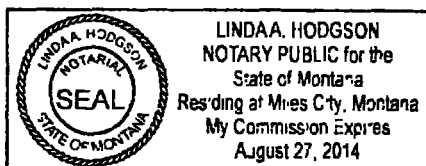
My commission expires: _____

STATE OF Montana)
) ss.
COUNTY OF Chouteau)

On this 16 day of February, 2012, before me personally appeared **Darell J. Luther**, to me personally known, who being by me duly sworn, says that s/he is the **President of Tealine Ltd** that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Linda A. Hodgson
NOTARY PUBLIC

My commission expires: 8-27-2014



MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of January 31, 2012 by and between **Tealinc, Ltd** ("Lessor") a Montana corporation and **The Western Sugar Cooperative** ("Lessee") a Colorado cooperative corporation, with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Master Railcar Service and Lease Agreement No.030111 dated March 1, 2011 and Schedule No 030111 dated March 1, 2011 by and between Lessor and Lessee (hereinafter referred to as the "Lease").

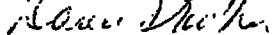
2. Pursuant to Schedule No. 030111 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the open top hopper Railcars bearing the reporting marks and numbers indicated on Exhibit A hereto, all as more particularly described in the Lease.

3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR:

Tealinc, Ltd

Signed: 

Print Name: Darell J. Luther

Title: President

**1606 Rosebud Creek Road
Forsyth, MT 59327**

Phone: 406-347-5237

Facsimile: 406-347-5239

LESSEE:

The Western Sugar Cooperative

Signed: 

Print Name: Bob Bullock

Title: VP of Supply Chain

**7555 E. Hampden Avenue
Suite 600**

Denver, CO 80231

Phone: 303-813-3552

Facsimile: 303-813-4084

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To
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11	1329
12	1330
13	1331
14	1332
15	1333
16	1334
17	1335

STATE OF Colorado)
) ss.
COUNTY OF Denver)

On this 7th day of February, 2012, before me personally appeared **Bob Bullock**, to me personally known, who being by me duly sworn, says that he is the VP of Supply Chain of **The Western Sugar Cooperative**, that the foregoing instrument was signed on behalf of said corporation for and on behalf of itself and its subsidiaries which may perform thereunder, and he acknowledged that the execution of the said instrument was his free act and deed.

Linda Tiheh
NOTARY PUBLIC

My commission expires: 7/20/2015



STATE OF _____)
) ss.
COUNTY OF _____)

On this _____ day of _____, 2012, before me personally appeared **Darell J. Luther**, to me personally known, who being by me duly sworn, says that s/he is the President of **Tealine Ltd** that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC

My commission expires: _____